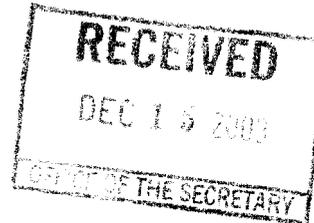


284

AMGEN

December 8, 2003

Jonathan G. Katz
Secretary
U.S. Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549-0609



Re: File No. S7-19-03
Security Holder Director Nominations

Dear Mr. Katz:

I appreciate the opportunity to comment on the Commission's proposals to give stockholder-nominated director candidates access to company proxy statements in certain circumstances.

I have read Jim McNerney's letter commenting on the pending proposals dated December 5, 2003, and agree with it. In short, as Mr. McNerney states, the pending proposals are ill-advised. They impose grave risk of disruption for companies that do not need this remedial action because the proposed triggers are over-inclusive and will ultimately apply to many companies. The proposals will risk making effective boards less so by adversely impacting the quality of board interrelationships and creating needless distraction. I can also attest that increasing the frequency of contested director elections will inevitably reduce the pool of qualified directors willing to serve. For all these reasons the proposals seem counter-productive. I urge the SEC to defer adoption of the proposals, particularly in light of the recency of other reforms that are directed to similar objectives.

Very truly yours,

Kevin Sharer